

ATOS MID-YEAR COMMITTEE/OFFICER ACTIVITY REPORT FORM (2014)

Name of Activity: **CONTRACT ADMINISTRATION**
(Please fill out separate form for each activity.)

Committee Chair/Officer Name: **R. Jelani Eddington (Contract Administrator)**

Date of Report: **February 12, 2014**

1. Actions completed since the annual meeting: (Please bullet actions completed.)

- None

2. Actions begun but incomplete since the annual meeting: (Please bullet actions begun.)

- Ongoing process of providing legal advice to the Board regarding contract issues affecting ATOS.

3. Goals to be reached by the 2014 annual Meeting: (Please bullet goals.)

- At the 2014 annual meeting, the following staff contracts will need to be reviewed and adopted: President/CE, Membership Secretary, and IT Manager. Each of these contracts expires on August 31, 2014 unless renewed.

4. Amount budgeted for your committee: \$0.00. Amount expended by your committee: \$0.00

5. Comments: (Any bulleted special notations, problems, or suggestions should be included here.)

Important Discussion Item:

As the board is aware, the New York Theatre Organ Society ("NYTOS") is a party to a promissory note and security agreement with ATOS under which NYTOS borrowed \$15,000 from the ATOS Endowment Fund. The original 18-month agreement, executed in July 2011, was extended for an additional 18 months in February 2013. NYTOS's obligation to ATOS under the promissory note will be due on August 1, 2014. The purpose of the loan was to provide financing to NYTOS for the installation of the Robert Morton pipe organ in the Loew's Kings theatre in Brooklyn, New York.

In my capacity as an attorney in private practice, I was approached to represent NYTOS in drafting an agreement between NYTOS and ACE Theatrical Group LLC (the entity that manages and operates Loew's Kings theatre) regarding the installation of the Morton. Because that agreement would have nothing to do with the NYTOS-ATOS Endowment Fund loan, and because, in my view, nothing relating to the NYTOS-ATOS agreement would be relevant to the NYTOS-ACE agreement, I have concluded that there is no conflict and have accepted the representation.

However, to make certain that no conflict could conceivably arise and to avoid the appearance of any conflict, I expressly limited my representation of NYTOS in writing to exclude any matter relating to the NYTOS-ATOS agreement. I also wanted to advise the ATOS board fully of my role in assisting NYTOS with the agreement for Loew's Kings.

Additionally, I will recuse myself in my capacity as a board member and Contract Administrator from any discussion, consideration, participation, or vote in any matter pertaining to the NYTOS-ATOS agreement. Per ATOS Policy 1(c)(ii), I respectfully refer any such matters to Dolton McAlpin, the ATOS attorney.

6. Motions:

- None